

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:) Chapter 11
COMPUTE NORTH HOLDINGS, INC., *et al.*) Case No. 22-90273 (MI)
Debtors.) (Jointly Administered)
) **Ref. Docket Nos. 520, 521, 525-527,
529 & 531**

AFFIDAVIT OF SERVICE

STATE OF CONNECTICUT)
) ss.:
COUNTY OF MIDDLESEX)

ANGHARAD BOWDLER, being duly sworn, deposes and says:

1. I am employed as a Director of Client Services by Epiq Corporate Restructuring, LLC, with their principal office located at 777 Third Avenue, New York, NY 10017. I am over the age of eighteen years and am not a party to the above-captioned action.
 2. On November 22, 2022, I caused to be served the:
 - a. “Declaration of Ryan Hamilton in Support of Entry of an Order (I) Approving the Sale of Certain of the Debtors’ Assets Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts in Connection Therewith, and (III) Granting Related Relief,” dated November 22, 2022 [Docket No. 520], (the “Ryan Hamilton Declaration”),
 - b. “Declaration of Drake Harvey in Support of Entry of an Order (I) Approving the Sale of Certain of the Debtors’ Assets Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts in Connection Therewith, and (III) Granting Related Relief,” dated November 22, 2022 [Docket No. 521], (the “Drake Harvey Declaration”),

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors' service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

- c. “Notice of Proposed Order (I) Approving the Sale of the Purchased Assets Free and Clear of All Claims, Liens, Interests and Encumbrances; (II) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief (Foundry Digital LLC),” dated November 22, 2022 [Docket No. 525], (the “Proposed Foundry Sale Order”),
- d. “Amended Agenda for Hearing on Motion Scheduled for November 22, 2022 at 2:00 p.m. (Prevailing Central Time), Before Judge Isgur at the United States Bankruptcy Court for the Southern District of Texas, at Courtroom 404, 515 Rusk Street, Houston, Texas 77002,” dated November 22, 2022 [Docket No. 526], (the “Amended Agenda”),
- e. “Amended Witness and Exhibit List for November 22, 2022 [sic] Hearing,” dated November 22, 2022 [Docket No. 527], (the “Amended Witness List”),
- f. “Notice of Revised Proposed Order (I) Approving the Sale of the Purchased Assets Free and Clear of All Claims, Liens, Interests and Encumbrances; (II) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief (Foundry Digital LLC),” dated November 22, 2022 [Docket No. 529], (the “Revised Proposed Sale Order”), and
- g. “Order (I) Approving the Sale of the Purchased Assets Free and Clear of All Claims, Liens, Interests and Encumbrances; (II) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief,” dated November 22, 2022 [Docket No. 531], (the “Foundry Sale Order”),

by causing true and correct copies of the:

- i. Ryan Hamilton Declaration, Drake Harvey Declaration, Proposed Foundry Sale Order, Amended Agenda, Amended Witness List, Revised Proposed Sale Order, and Foundry Sale Order to be enclosed securely in separate postage pre-paid envelopes and delivered via first class mail to those parties listed on the annexed Exhibit A,
- ii. Ryan Hamilton Declaration, Drake Harvey Declaration, Proposed Foundry Sale Order, Revised Proposed Sale Order, and Foundry Sale Order to be enclosed securely in separate postage pre-paid envelopes and delivered via first class mail to those parties listed on the annexed Exhibit B,
- iii. Ryan Hamilton Declaration, Drake Harvey Declaration, Proposed Foundry Sale Order, Amended Agenda, Amended Witness List, Revised Proposed Sale Order, and Foundry Sale Order to be delivered via electronic mail to those parties listed on the annexed Exhibit C, and
- iv. Ryan Hamilton Declaration, Drake Harvey Declaration, Proposed Foundry Sale Order, Revised Proposed Sale Order, and Foundry Sale Order to be delivered via electronic mail to: *chris@royouker.com*.

3. The envelope utilized in the service of the foregoing contained the following legend:
“LEGAL DOCUMENTS ENCLOSED. PLEASE DIRECT TO THE ATTENTION OF
ADDRESSEE, PRESIDENT, OR LEGAL DEPARTMENT.”

/s/ Angharad Bowdler
Angharad Bowdler

Sworn to before me this
23rd day of November, 2022
/s/ Amy E. Lewis
Notary Public, State of Connecticut
Acct. No. 100624
Commission Expires: 8/31/2027

EXHIBIT A

| Claim Name | Address Information |
|---|--|
| ATLAS CONSOLIDATED MINING AND | MICHAEL GUO DEVELOPMENT CORPORATION 1705 GUADALUPE, SUITE 400 AUSTIN TX 78701 |
| AXLE LOGISTICS | BEN SHUSTER 835 N CENTRAL STREET KNOXVILLE TN 37917 |
| BOOTSTRAP ENERGY LLC | STEVE QUISENBERRY 3838 OAK LAWN AVE, SUITE 100 DALLAS TX 75219 |
| CIRCUIT BREAKER GUYS LLC | STEVE WEIDNER 4740 E 2ND ST UNIT C21 BENECIA CA 94510 |
| CITY OF BIG SPRING, TX | ARICKA GROVE 310 NOLAN STREET BIG SPRING TX 79720 |
| COMMONWEALTH ELECTRIC COMPANY OF | KELLI BIRKEL THE MIDWEST 472 26TH AVENUE COLUMBUS NE 68601 |
| CORTALENT, LLC | ALISON PYE 7801 EAST BUSH LAKE ROAD SUITE 100 MINNEAPOLIS MN 55439 |
| DCRBN VENTURES DEVELOPMENT & ACQUISITION, LLC | ATTN: GREGORY IRWIN 700 UNIVERSE BOULEVARD JUNO BEACH FL 33408 |
| DELL TECHNOLOGIES, INC | RICHARD ROTHBERG CHIEF FINANCIAL OFFICER ONE DELL WAY ROUND ROCK TX 78682 |
| ECHO SEARCH GROUP | AMIT BHATIA 1660 HIGHWAY 100 SOUTH, SUITE 510 ST LOUIS PARK MN 55416 |
| ERNST & YOUNG LLP | NYKEMA JACKSON PNC BANK C/O ERNST & YOUNG US LLP 3712 SOLUTIONS CENTER CHICAGO IL 60677-3007 |
| FLEXENTIAL CORP | ATTN MARK LEYDA 600 FOREST POINT CIRCLE, STE 100 CHARLOTTE NC 28273 |
| FLEXENTIAL CORP. | MARK LEYDA 600 FOREST POINT CIRCLE SUITE 100 CHARLOTTE NC 28273 |
| FOUNDRY DIGITAL LLC | ATTN: MIKE COLYER 1100 PITTSFORD VICTOR ROAD PITTSFORD NY 14534 |
| FOUNDRY DIGITAL LLC | LICIA BARRA 350 EAST AVE SUITE 201 ROCHESTER NY 14604 |
| FREUDENBERG FILTRATION TECHNOLOGIES L.P. | COLETT GAGNON 2975 PEMBROKE ROAD HOPKINSVILLE KY 42240 |
| GARTNER, INC. | SPENCER HOCKERT 13200 PAUL J DOHERTY PARKWAY FT MYERS FL 33913 |
| GENERATE LENDING, LLC | C/O GENERATE CAPITAL, PBC ATTN: LOAN OPERATIONS 461 5TH AVENUE, 8TH FLOOR NEW YORK NY 10017 |
| GENERATE LENDING, LLC | 555 DE HARO STREET, SUITE 300 SAN FRANCISCO CA 94107 |
| GROWTH OPERATORS, LLC | ATTN STEPHANIE WELLS 800 LASALLE AVE, STE 1620 MINNEAPOLIS MN 55402 |
| HMB LEGAL COUNSEL | (COUNSEL TO FOUNDRY DIGITAL LLC) ATTN: ATI P. KHATRI 500 WEST MADISON, SUITE 3700 CHICAGO IL 60661 |
| HUBSPOT, INC. | CHIEF FINANCIAL OFFICER 25 FIRST STREET CAMBRIDGE MA 02141 |
| INTERNAL REVENUE SERVICES | CENTRALIZED INSOLVENCY OPERATION P.O. BOX 7346 PHILADELPHIA PA 19101-7346 |
| INTERNAL REVENUE SERVICES | DEPARTMENT OF THE TREASURY 1500 PENNSYLVANIA AVENUE, N.W. WASHINGTON DC 20220 |
| INTERNAL REVENUE SERVICES | LOCAL OFFICE 1100 COMMERCE ST, RM 121 DALLAS TX 75242 |
| KOCH FILTER CORPORATION | GILBERT FREDERICK 8401 AIR COMMERCE DR LOUISVILLE KY 40119 |
| KOHO CONSULTING | MARC DOUCETTE 6030 PRINTERY STREET SUITE 103 TAMPA FL 33616 |
| MADEL PA | AMITYBEINER 800 HENNEPIN AVENUE MINNEAPOLIS MN 55403 |
| MARATHON DIGITAL HOLDINGS, INC. | FRED THIEL 1180 NORTH TOWN CENTER DRIVE SUITE 100 LAS VEGAS NV 89144 |
| MERCURIA ENERGY AMERICA, LLC | ATTENTION: LEGAL DEPARTMENT 20 E. GREENWAY PLAZA, SUITE 650 HOUSTON TX 77046 |
| MERITUS RECRUITING GROUP LLC | THOMAS WILLIAMS 10319 LYNBROOK HOLLOW DR HOUSTON TX 77042 |
| MINNESOTA ATTORNEY GENERAL | ATTN KEITH ELLISON 445 MINNESOTA STREET SUITE 1400 ST. PAUL MN 55101-2131 |
| MP2 ENERGY TEXAS LLC | MARSHA PIERCE D/B/A SHELL ENERGY SOLUTIONS TX PO BOX 733560 DALLAS TX 75373-3560 |
| MP2 ENERGY TEXAS LLC | MARSHA PIERCE D/B/A SHELL ENERGY SOLUTIONS TX 21 WATERWAY AVE, STE 450 THE WOODLANDS TX 77380 |
| MVP LOGISTICS LLC | RACHEL WILLIAMS 10205 10TH AVE N SUITE A PLYMOUTH MN 55441 |
| NBTC LIMITED | ANASTASIA/GEORGE ROOM 1502, 15/F, HARCOURT HOUSE NO. 39 GLOUCESTER ROAD WANCHAI HONG KONG |
| NEBRASKA ATTORNEY GENERAL | ATTN DOUG PETERSON 2115 STATE CAPITOL LINCOLN NE 68509 |
| NEW YORK STATE ATTORNEY GENERAL | ATTN LETITIA JAMES THE CAPITOL ALBANY NY 12224-0341 |
| NEXTERA ENERGY RESOURCES, LLC | ATTN: VICE PRESIDENT & GENERAL COUNSEL GREGORY IRWIN 700 UNIVERSE BOULEVARD JUNO BEACH FL 33408 |
| OFFICE OF THE UNITED STATES TRUSTEE | 515 RUSK ST, STE 3516 HOUSTON TX 77002 |
| PROSEK LLC | THOMAS PETRULLO 105 MADISON AVE FLOOR 7 NEW YORK NY 10016 |
| RAND WORLDWIDE INC. | AUSTIN SOBOLEWSKI 11201 DOLFIELD BOULEVARD SUITE 112 OWINGS MILLS MD 21117 |

| Claim Name | Address Information |
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| RECRUITERS OF MINNESOTA | KELLY HOGAN 6110 BLUE CIRCLE DR, SUITE 280 MINNETONKA MN 55343 |
| SEC HEADQUARTERS | 100 F STREET, NE WASHINGTON DC 20549 |
| SECURITIES AND EXCHANGE COMMISSION | FORT WORTH REGIONAL OFFICE ATTN SHAMOIL SHIPCHANDLER, REG DIR 801 CHERRY ST, STE 1900, UNIT 18 FORT WORTH TX 76102 |
| SOUTH DAKOTA ATTORNEY GENERAL | ATTN MARK VARGO 1302 E HWY 14 SUITE 1 PIERRE SD 57501-8501 |
| STATE OF TEXAS ATTORNEY GENERAL | ATTN KEN PAXTON 300 W 15TH ST AUSTIN TX 78701 |
| STATE OF TEXAS ATTORNEY GENERAL | ATTN KEN PAXTON PO BOX 12548 AUSTIN TX 78711-2548 |
| SUNBELT SOLOMON SERVICES, LLC | BILL SPARKS JR. 1922 S. MLK JR. DRIVE TEMPLE TX 76504 |
| TEXAS STATE SECURITIES BOARD | THOMAS JEFFERSON RUSK STATE OFFICE BUILDING 208 E 10TH ST AUSTIN TX 78701 |
| THE TEXAS COMPTROLLER OF PUBLIC ACCOUNTS | ATTN: CALLAN C SEARCY, ASST AG C/O SHERRI K SIMPSON BANKRUPTCY & COLLECTIONS DIV, PO BOX 12548 AUSTIN TX 78711-2548 |
| TZ CAPITAL HOLDINGS, LLC | 700 UNIVERSE BOULEVARD JUNO BEACH FL 33408 |
| TZRC MINING LLC | 16192 COASTAL HWY LEWES DE 19958 |
| URBAN SOLUTION GROUP | CHIEF FINANCIAL OFFICER 4230 ELATI ST DENVER CO 80216 |
| US ATTORNEY'S OFFICE | SOUTHERN DISTRICT OF TEXAS ATTN RICHARD A KINCHELOE 1000 LOUISIANA, STE 2300 HOUSTON TX 77002 |
| US BITCOIN CORPORATION | JOEL BLOCK 1221 BRICKELL AVE STE 900 MIAMI FL 33131 |
| WESTWOOD PROFESSIONAL SERVICES | DAVID WIRT 12701 WHITEWATER DRIVE SUITE 300 MINNETONKA MN 55343 |
| WESTWOOD PROFESSIONAL SERVICES | DAVID WIRT PO BOX 856650 MINNEAPOLIS MN 55485 |

Total Creditor count 58

EXHIBIT B

| Claim Name | Address Information |
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| CITY OF BIG SPRING, TX | 310 NOLAN STREET BIG SPRING TX 79720 |
| CITY OF MINDEN, NE | ATTN PRES PO BOX 607 1007 2ND AVE KEARNEY NE 68848-0607 |
| CITY OF MINDEN, NE | ATTN CITY ADMIN/FINANCE DIR 325 NORTH COLORADO MINDEN NE 68959 |
| ECONOMIC DEV COUNCIL OF BUFFALO CO INC | ATTN HAROLD L HADLAND, GENERAL COUNSEL 1414 15TH ST PO BOX 499 COLUMBUS NE 68602-0499 |
| ECONOMIC DEV COUNCIL OF BUFFALO CO INC | ATTN PRES PO BOX 607 1007 2ND AVE KEARNEY NE 68848-0607 |
| HUBSPOT | PO BOX 419842 BOSTON MA 02241-9842 |
| HUBSPOT INC | 25 FIRST ST CAMBRIDGE MA 02141 |
| MILCO ENVIRONMENTAL SERVICES INC | ATTN ELYSHA HARTMAN 1111 CENTRAL AVE KEARNEY NE 68847 |
| MILCO ENVIRONMENTAL SERVICES INC | 1111 CENTRAL AVE KEARNEY NE 68847 |
| NEBRASKA DEPT OF ECONOMIC DEV, THE | ATTN PRES PO BOX 607 1007 2ND AVE KEARNEY NE 68848-0607 |
| NEBRASKA PUBLIC POWER DIST | ATTN HAROLD L HADLAND, GENERAL COUNSEL 1414 15TH ST PO BOX 499 COLUMBUS NE 68602-0499 |
| NEBRASKA PUBLIC POWER DIST | ATTN ARTHUR WIESE, VP ENERGY DELIVERY 1414 15TH ST PO BOX 499 COLUMBUS NE 68602-0499 |
| NEBRASKA PUBLIC POWER DIST | 4550 W HUSKER HIGHWAY P.O BOX 1687 GRAND ISLAND NE 68802 |
| NEBRASKA PUBLIC POWER DIST | 4550 W HUSKER HWY PO BOX 1687 GRAND ISLAND NE 68802 |
| RAND WORLDWIDE SUBSIDIARY INC | ATTN AUSTIN SOBOLOWSKI 2029 PHEASANT RUN ST SHAKOPEE MN 55379 |
| RAND WORLDWIDE SUBSIDIARY INC | 28127 NETWORK PLACE CHICAGO IL 60673-1281 |
| RAND WORLDWIDE SUBSIDIARY INC | ATTN DEREK CRENSAHW 306 ROCK CREEK WAY PLEASANT HILL CA 94523 |
| RO YOUKER INC | 1201 O ST, STE 310 LINCOLN NE 68508 |
| RSM US LLP | ATTN PARTNER CLIENT RESOURCE CENTER 201 FIRST ST SE, STE 800 CEDAR RAPIDS IA 52401 |
| RSM US LLP | ATTN SR MANAGER 801 NICOLLETT MALL, STE 1200 MINNEAPOLIS MN 55402 |
| RSM US LLP | ATTN KEVIN FORAL & SADIE ANDREWS 1299 FARNAM ST, STE 530 OMAHA NE 68102 |
| SOUTHERN PUBLIC POWER DISTRICT | 4550 W HUSKER HIGHWAY P.O BOX 1687 GRAND ISLAND NE 68802 |
| SOUTHERN PUBLIC POWER DISTRICT | 4550 W HUSKER HWY PO BOX 1687 GRAND ISLAND NE 68802 |

Total Creditor count 23

COMPUTE NORTH HOLDINGS, INC., *et al.* - Case No. 22-90273 (MI)
Additional First-Class Parties

KR SIOUX CITY
NAI UNITED MANAGEMENT
302 JONES ST., SUITE 100
SIOUX CITY, IA 51101

GARY A. FRITH AND RUTH K. FRITH,
TRUSTEES OF THE FRITH LIVING TRUST
PO BOX 62910
COLORADO SPRINGS, CO 80962-2910

CN MINING LLC
7575 CORPORATE WAY
EDEN PRAIRIE MN 55344

MIDAMERICAN ENERGY COMPANY
ATTN ELECTRIC DISTRIBUTION
ENGINEERING MGR
223 S. IOWA ST, SIOUX CITY, IA 51101

GREAT PLAINS COMMUNICATIONS LLC
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EXHIBIT C

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| HMB LEGAL COUNSEL | akhatri@hmblaw.com |
| HUBSPOT, INC. | media@hubspot.com |

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| PRYOR CASHMAN LLP | slieberman@pryorcashman.com; msilverman@pryorcashman.com |
| QUINN EMANUEL URQUHART & SULLIVAN, LLP | pattytomasco@quinnemanuel.com |
| RAND WORLDWIDE INC. | asobolewski@rand.com |
| RECRUITERS OF MINNESOTA | kelly@recruitersofmn.com |

| Creditor Name | Email Address |
|--|---|
| SCHULTE ROTH & ZABEL LLP | kristine.manoukian@srz.com; peter.amend@srz.com |
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